

**PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

**COLE SCHOTZ P.C.**  
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*Proposed Attorneys for Debtors  
and Debtors in Possession*

In re:

MODELL'S SPORTING GOODS, INC.,  
Debtor.

In re:

MODELL'S II, INC.,  
Debtor.

In re:

MODELL'S NY II, INC.,  
Debtor.

**Hearing Date and Time:**

March 13 2020, at 10:00 a.m. (EST)

Chapter 11

Case No. 20-14179 (VFP)

Chapter 11

Case No. 20-14195 (VFP)

Chapter 11

Case No. 20-14208 (VFP)

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In re:  
MODELL'S NJ II, INC.,  
Debtor.

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Chapter 11  
Case No. 20-14178 (VFP)

In re:  
MODELL'S PA II, INC.,  
Debtor.

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Chapter 11  
Case No. 20-14211(VFP)

In re:  
MODELL'S MARYLAND II, INC.,  
Debtor.

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Chapter 11  
Case No. 20-14197 (VFP)

In re:  
MODELL'S VA II, INC.,  
Debtor.

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Chapter 11  
Case No. 20-14212 (VFP)

In re:  
MODELL'S DE II, INC.,  
Debtor.

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Chapter 11  
Case No. 20-14194 (VFP)

In re:  
MODELL'S DC II, INC.,  
Debtor.

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Chapter 11  
Case No. 20-14193 (VFP)

In re:  MODELL'S CT II, INC.,  Debtor.	Chapter 11  Case No. 20-14182 (VFP)
In re:  MSG LICENSING, INC.,  Debtor.	Chapter 11  Case No. 20-14213 (VFP)
In re:  MODELL'S NH, INC.,  Debtor.	Chapter 11  Case No. 20-14206 (VFP)
In re:  MODELL'S MASSACHUSETTS, INC.,  Debtor.	Chapter 11  Case No. 20-14202 (VFP)
In re:  MODELL'S ONLINE, INC.,  Debtor.	Chapter 11  Case No. 20-14209 (VFP)

**ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)**  
**DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

The relief set forth on the following pages, numbered four (4) through six (6), is hereby  
**ORDERED.**

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*  
Case No. 20-14179 (VFP)  
Caption of Order: ORDER PURSUANT TO FED. R. BANKR. P. 1015(b) DIRECTING  
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

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Upon the motion (the “**Motion**”)<sup>1</sup> of Modell’s Sporting Goods, Inc. and its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Bankruptcy Rule 1015(b), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the *Declaration of Robert J. Duffy in Support of Debtors’ Chapter 11 Petitions and First Day Pleadings*, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties-in-interest, provides a net benefit to the Debtors and their estates after taking into account the

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*  
Case No. 20-14179 (VFP)  
Caption of Order: ORDER PURSUANT TO FED. R. BANKR. P. 1015(b) DIRECTING  
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

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priority scheme of the Bankruptcy Code, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED**.
2. The Debtors' chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

MODELL'S SPORTING GOODS, INC., *et al.*,  
Debtors.<sup>1</sup>

Chapter 11

Case No. 20-14179 (VFP)

Jointly Administered

5. The footnote 1 reference in such caption shall set forth the Debtors' names and last four digits of each Debtor's tax identification number.
6. The Clerk of the Court shall post a notation substantially similar to the following on the docket of each of the Debtors' chapter 11 cases:

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*  
Case No. 20-14179 (VFP)  
Caption of Order: ORDER PURSUANT TO FED. R. BANKR. P. 1015(b) DIRECTING  
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

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An Order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Modell's Sporting Goods, Inc.; Modell's II, Inc.; Modell's NY II, Inc.; Modell's NJ II, Inc.; Modell's PA II, Inc.; Modell's Maryland II, Inc.; Modell's VA II, Inc.; Modell's DE II, Inc.; Modell's DC II, Inc.; Modell's CT II, Inc.; MSG Licensing, Inc.; Modell's NH, Inc.; Modell's Massachusetts, Inc.; and Modell's Online, Inc.j

The docket in Case No. 20-14179 (VFP) should be consulted for all matters affecting the cases.

7. The Debtors may file their monthly operating reports, as required by the

*Operating Guidelines for Chapter 11 Cases* issued by the U.S. Trustee, on a consolidated basis in the lead Debtor's case. Notwithstanding the foregoing, to the extent the U.S. Trustee asks the Debtors to submit a schedule setting forth each Debtor's disbursements separately, the Debtors shall comply with such request.

8. Any party may move for modification of this Order in accordance with D.N.J.

LBR 9013-5(e).

9. A true copy of this Order shall be served on all required parties pursuant to D.N.J.

LBR 9013-5(f).

10. This Order shall be effective immediately upon entry.

11. The Debtors are authorized to take all action necessary to carry out this Order.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.